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13921-E through -L
RECORDATION NO. 13921
SEP 1 1983 2 15 PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D.C. BAR
** ALSO A MEMBER OF OHIO BAR

ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

September 1, 1983

35244A057

No. SEP 1 1983
Date

Fee \$ 160.00

Dear Ms. Mergenovich: ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are eight (8) Rental Schedules and Certificates of Acceptance marked A-3, A-4, B-3, B-4, C-1, C-2, C-3 and C-4, which are secondary documents as defined in the Commission's Rules for the Recordation of Documents (as revised).

The enclosed documents relate to a Master Equipment Lease Agreement (No. 8206ILT120) dated as of July 20, 1982 between AmTran Corporation, Lessor, and Illinois Central Gulf Railroad Company, Lessee, which was duly filed and recorded at 10:45 a.m. on January 21, 1983 and assigned Recordation Number 13921.

A general description of the railroad equipment covered by the enclosed documents is set forth in Schedules A-3, A-4, B-3, B-4, and C-1 through C-4 attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed documents are:

Lessor: AmTran Corporation
One Liberty Square
Boston, Massachusetts 02109

Lessee: Illinois Central Gulf Railroad Company
233 South Michigan Avenue
Chicago, Illinois 60601

Kindly return the copies of the enclosed documents not needed for your official files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, Northwest,

C.T. Kappler

Charles T. Kappler
Esq.
1/1

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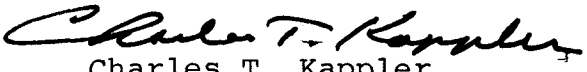
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Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
September 1, 1983
Page Two

Washington, D.C. 20006

Also enclosed is a check in the amount of \$80.00
payable to the order of the Interstate Commerce Commission
covering the required recordation fees.

Very truly yours,


Charles T. Kappler

RENTAL SCHEDULE C-3
AND

SEP 1 1982 -2 25 PM

CERTIFICATE OF INSPECTION AND ACCEPTANCE INTERSTATE COMMERCE COMMISSION

RENTAL SCHEDULE C-2 and CERTIFICATE OF INSPECTION AND ACCEPTANCE to Master Equipment Lease No. 8206ILT120 dated as of July 20, 1982 (the "Lease") - by and between the undersigned, the terms and conditions of which are hereby incorporated herein by reference. Lessee hereby (a) authorizes Lessor to obtain for lease to Lessee the equipment described herein (the "Equipment") and to insert hereon the Lease Commencement Date for such Equipment upon Lessee's acceptance of same for lease, (b) agrees to lease such equipment from Lessor effective the Lease Commencement Date thereof and for the lease term specified below, and (c) agrees to pay Lessor the rent, in the amounts and at the times specified below, for each item of Equipment. All of the terms used herein which are defined in the Lease shall have the same meaning as so defined.

Item No.	Manufacturer Description Machine Type Model/Serial No.	Aquisition Cost	Location	Acceptance Date
1	Allis-Chalmers New Allis-Chalmers Fork Lift Truck Model ACP 60-CD 2PS Single Drive S/N 509821 XL Mast 130X84X10 48 In. Wide Carriage Pallet Forks 42X5X1 3/4 Load Backrest 48X48 Freight Charges	\$17,220.00 728.93	Jackson, TN	10/20/82
2	Clark Equipment Company Clark Model C 500 YS 80 Forklift Truck W/IS 100-1470 Sideshifter, 171" TSU, 49" CARR., 48" LBR, 48" Forks Painted Green S/N Y685 0890 4845 Freight Charge	\$23,650.00 683.22	McComb, MS	10/27/82
3	Bruce-Gray & Company Baker Pneumatic Tire Fork Lift Truck Model B809D S/N 332-20500-2940 8000 lb. capacity @ 24" load center, 82" Lowered mast height, 108" Max. fork height, Simplex upright fully rollered 2"X5"X48" Long forks (2), 4 Cyl. Deuts diesel engine. 12-Volt electronic ignitionm system		Memphis, TN	10/27/82

A SECURITY INTEREST IN THIS RENTAL SCHEDULE HAS BEEN
GRANTED TO FIRST NATIONAL BANK OF ATLANTA

Item No.	Manufacturer Description Machine Type Model/Serial No.	Aquisition Cost	Location	Acceptance Date
3	Continued Hydrostatic drive, Dynamic braking Disc Brake system Full instrumentation, hand parking brake, Loan Back rest, Driver overhead guard, Solid pneumatic tires - drive & Steer Twin headlights - mast mount Full factory warranty Freight Charge	\$20,240.00 <u>940.12</u>		

Total Tennessee Equipment Cost	\$39,129.05
Total Mississppi Equipment Cost	24,333.22
5% Mississippi Use Tax	<u>1,182.50</u>

GRAND TOTAL EQUIPMENT COST: \$64,644.77

LEASE TERM:	Interim Term:	Primary Term:
	Commencement Date: *	Commencement Date: <u>01/01/83</u>
	Expiration Date: <u>12/31/82</u>	Expiration Date: <u>12/31/89</u>

*with respect to each Item of Equipment shall be the Acceptance Dates as set forth above.

PAYMENT DATES: The Interim Term rent payment is due and payable January 1, 1983. The remaining rental payments commence April 1, 1983 and continue quarterly in arrears through and including January 1, 1990.

BASIC RENT:

Basic Rent Per Period:	<u>\$3,515.58</u>
Basic Rent Per Day:	<u>\$ 39.05</u>

NOTE 1: Basic Rent Per Day is applicable during the Interim Term and is payable on the first Payment Date.

NOTE 2: Basic Rent Per Period and Basic Rent Per Day is computed by multiplying the Equipment Cost as set forth above by:

Periodic Lease Rate Factor:	<u>.054383</u>
Per Diem Lease Rate Factor:	<u>.000604</u>

NOTE 3: Notwithstanding any provision to the contrary contained in the Lease, lessor and Lessee agree that the Equipment leased pursuant to this Rental Schedule may be used by Lessee on any portion of Lessee's track system in the continental United States.

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The undersigned, being a duly authorized representatives of the Lessor and the Lessee hereby CERTIFY that the units of Equipment described above have been duly delivered to Lessee in good order and duly inspected and accepted by the Lessee as of the Acceptance Date reflected above on behalf of the Lessee as conforming in all respects with the requirements and provisions of the Lease.

LESSOR: AMTRAN CORPORATION

By W. L. Lee

Title CLERK

Date 12/1/82

LESSEE: ILLINOIS CENTRAL GULF RAILROAD
COMPANY

By Donald R. Leary

Title AVP-Treasurer

Date DEC 2 1982

A SECURITY INTEREST IN THIS RENTAL SCHEDULE HAS BEEN
GRANTED TO FIRST NATIONAL BANK OF ATLANTA

LESSOR:

AmTran Corporation .

By: _____

John L. Lee
Clerk

Date: December 1, 1982

State of Massachusetts

County of Suffolk ss:

On this 1st day of December, 1982 before me personally appeared, John L. Lee, to me personally known, who being by me duly sworn, says that he is the Clerk of AmTran Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Shane M. Read
Signature of notary public

My Commission expires 10/13/89

LESSEE:

Illinois Central Gulf Railroad

By:

Sandor A. Loevy

Sandor A. Loevy

Assistant Vice President-Treasurer

Date:

May 18, 1983

State of

Illinois

County of

Cook

SS:

On this 18th day of May, 1983 before me personally appeared, Sandor A. Loevy, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President-Treasurer of Illinois Central Gulf Railroad, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Ann Mehorszyk
Signature of notary public

My Commission expires

SEP 24 1984